

**TRADEMARK ASSIGNMENT**

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	09/15/2008		
<b>CONVEYING PARTY DATA</b>			
Name	Formerly	Execution Date	Entity Type
Elkay Manufacturing Company		11/29/2011	CORPORATION: ILLINOIS
<b>RECEIVING PARTY DATA</b>			
Name:	Elkay Manufacturing Company		
Street Address:	2222 Camden Court		
City:	Oak Brook		
State/Country:	ILLINOIS		
Postal Code:	60523		
Entity Type:	CORPORATION: DELAWARE		
<b>PROPERTY NUMBERS Total: 1</b>			
Property Type	Number	Word Mark	
Registration Number:	1466289	ELKAY	
<b>CORRESPONDENCE DATA</b>			
Fax Number:	(630)366-2531		
Phone:	630-572-3180		
Email:	legal@elkay.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.</i>			
Correspondent Name:	Kathleen J. Deighan		
Address Line 1:	2222 Camden Court		
Address Line 4:	Oak Brook, ILLINOIS 60523		
NAME OF SUBMITTER:	Elizabeth A. Gorski		
Signature:	/Elizabeth A. Gorski/		
Date:	12/06/2011		
Total Attachments: 2 source=Elkay Class 11 TMAssign#page1.tif source=09-15-2008 Cert of Merger & Name Change EDC to EMC (FILED)2#page1.tif			

OP \$40.00 1466289

## TRADEMARK ASSIGNMENT

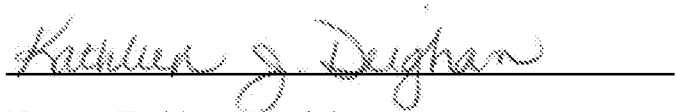
WHEREAS, Elkay Manufacturing Company, an Illinois corporation, with its principal place of business at 2222 Camden Court, Oak Brook, IL 60523 ("Assignor"), owned all right, title and interest in and to the trademark "Elkay" (standard word mark), USPTO Registration No. 1,466,289 through September 15, 2008; and

WHEREAS, Elkay Manufacturing Company, a Delaware corporation ("Assignee"), obtained all rights in and to the Trademark "Elkay" (standard word mark) as of September 15, 2008 through a Merger and Plan of Agreement and further publicly acknowledged through a Certificate of Merger filed with the Secretary of State of Delaware whereby Elkay Manufacturing Company, a an Illinois corporation was acquired by and into Elkay Manufacturing Company, a Delaware corporation, the surviving entity.

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor did hereby sell, assign, transfer and quitclaim unto Assignee the entire right, title and interest in and to the Trademark "Elkay" (standard word mark), together with the goodwill of the business symbolized by such Trademark and with all rights and privileges granted and secured thereby, including, but not limited to, any right to sue and recover for any past or continuing infringement thereof.

In witness whereof, Assignor's duly authorized representative has executed this Trademark Assignment this 29th day of November, 2011.

ELKAY MANUFACTURING COMPANY, a  
Delaware corporation, formerly known as ELKAY  
MANUFACTURING COMPANY, an Illinois  
corporation



Name: Kathleen J. Deighan

Title: Corporate Secretary

STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN CORPORATION INTO  
A DOMESTIC CORPORATION

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

FIRST: The name of the surviving corporation is Elkay Delaware Corporation, a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Elkay Manufacturing Company, an Illinois corporation.

SECOND: The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware.

THIRD: The name of the surviving corporation is Elkay Delaware Corporation, a Delaware corporation.

FOURTH: The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation, which is hereby amended so that Article First reads: The name of the Corporation is "Elkay Manufacturing Company"

FIFTH: The authorized stock and par value of the non-Delaware corporation is:

- 1,000,000 shares of Class A Common Stock, par value \$0.01 per share;
- 14,000,000 shares of Class B Common Stock, par value \$0.01 per share;
- 22,500 shares of Class M Common Stock, par value \$0.01 per share; and
- 2,250,000 shares of Class N Common Stock, par value \$0.01 per share.

SIXTH: The merger is to become effective upon filing.

SEVENTH: The Agreement of Merger is on file at 2222 Camden Court, Oak Brook, Illinois 60523, an office of the surviving corporation.

EIGHTH: A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 12th day of September, 2008.

ELKAY DELAWARE CORPORATION

By: Kathleen J. Deighan  
Name: Kathleen J. Deighan  
Title: Secretary